

INTERNAL REVENUE SERVICE
DISTRICT DIRECTOR
P. O. BOX 2508
CINCINNATI, OH 45201

Date: JUN 03 1990

CALIFORNIA ALLIANCE FOR PRIDE AND
EQUALITY
PO BOX 1172
SACRAMENTO, CA 95812-1172

DEPARTMENT OF THE TREASURY

Employer Identification Number:
95-4708781
DLN:
17053120016049
Contact Person:
JOHN J. McGEE ID# 31169
Contact Telephone Number:
(877) 829-5500
Internal Revenue Code
Section 501(c)(4)
Accounting Period Ending:
December 31
Form 990 Required:
Y
Addendum Applies:
N

Dear Applicant:

Based on information supplied, and assuming your operations will be as stated in your application for recognition of exemption, we have determined you are exempt from Federal income tax under section 501(a) of the Internal Revenue Code as an organization described in the section indicated above.

Unless specifically excepted, you are liable for taxes under the Federal Insurance Contributions Act (social security taxes) for each employee to whom you pay \$100 or more during a calendar year. And, unless excepted, you are also liable for tax under the Federal Unemployment Tax Act for each employee to whom you pay \$50 or more during a calendar quarter if, during the current or preceding calendar year, you had one or more employees at any time in each of 20 calendar weeks or you paid wages of \$1,500 or more in any calendar quarter. If you have any questions about excise, employment, or other Federal taxes, please address them to this office.

If your sources of support, or your purposes, character, or method of operation change, please let us know so we can consider the effect of the change on your exempt status. In the case of an amendment to your organizational document or bylaws, please send us a copy of the amended document or bylaws. Also, you should inform us of all changes in your name or address.

In the heading of this letter we have indicated whether you must file Form 990, Return of Organization Exempt From Income Tax. If Yes is indicated, you are required to file Form 990 only if your gross receipts each year are normally more than \$25,000. However, if you receive a Form 990 package in the mail, please file the return even if you do not exceed the gross receipts test. If you are not required to file, simply attach the label provided, check the box in the heading to indicate that your annual gross receipts are normally \$25,000 or less, and sign the return.

If a return is required, it must be filed by the 15th day of the fifth month after the end of your annual accounting period. A penalty of \$20 a day is charged when a return is filed late, unless there is reasonable cause for the delay. However, the maximum penalty charged cannot exceed \$10,000 or 5

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CALIFORNIA ALLIANCE FOR PRIDE AND

percent of your gross receipts for the year, whichever is less. For organizations with gross receipts exceeding \$1,000,000 in any year, the penalty is \$100 per day per return, unless there is reasonable cause for the delay. The maximum penalty for an organization with gross receipts exceeding \$1,000,000 shall not exceed \$50,000. This penalty may also be charged if a return is not complete, so please be sure your return is complete before you file it.

You are not required to file Federal income tax returns unless you are subject to the tax on unrelated business income under section 511 of the Code. If you are subject to this tax, you must file an income tax return on Form 990-T, Exempt Organization Business Income Tax Return. In this letter we are not determining whether any of your present or proposed activities are unrelated trade or business as defined in section 513 of the Code.

You are required to make your annual return available for public inspection for three years after the return is due. You are also required to make available a copy of your exemption application, any supporting documents, and this exemption letter. Failure to make these documents available for public inspection may subject you to a penalty of \$20 per day each day there is a failure to comply (up to a maximum of \$10,000 in the case of an annual return).

You need an employer identification number even if you have no employees. If an employer identification number was not entered on your application, a number will be assigned to you and you will be advised of it. Please use that number on all returns you file and in all correspondence with the Internal Revenue Service.

Donors may not deduct contributions to you because you are not an organization described in section 170(c) of the Code. Under section 6113, any fundraising solicitation you make must include an express statement (in a conspicuous and easily recognizable format) that contributions or gifts to you are not deductible as charitable contributions for Federal income tax purposes. This provision does not apply, however, if your annual gross receipts are normally \$100,000 or less, or if your solicitations are made to no more than ten persons during a calendar year. The law provides penalties for failure to comply with this requirement, unless failure is due to reasonable cause.

If we have indicated in the heading of this letter that an addendum applies, the enclosed addendum is an integral part of this letter.

Because this letter could help resolve any questions about your exempt status, you should keep it in your permanent records.

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794 0001

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CALIFORNIA ALLIANCE FOR PRIDE AND

If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

Sincerely yours,

C. Ashley Ballard

District Director

Letter 948 (DO/CG)

8718

Form 8718
(Rev. January 1998)
Department of the Treasury
Internal Revenue Service

1004
**User Fee for Exempt Organization
Determination Letter Request**

► Attach this form to determination letter application.
(Form 8718 is NOT a determination letter application.)

1705312001604

For IRS Use Only

Control number 500
Amount paid 500
User fee screener TAT

1 Name of organization

CALIFORNIA ALLIANCE FOR PRIDE AND EQUALITY

2 Employer identification Number
95-4708781

Caution: Do not attach Form 8718 to an application for a pension plan determination letter. Use Form 8717 instead.

3 Type of request

a Initial request for a determination letter for:

- An exempt organization that has had annual gross receipts averaging not more than \$10,000 during the preceding 4 years, or
- A new organization that anticipates gross receipts averaging not more than \$10,000 during its first 4 years ► \$150

Note: If you checked box 3a, you must complete the Certification below.

Fee

I certify that the annual gross receipts of

have averaged (or are expected to average) not more than \$10,000 during the preceding 4 (or the first 4) years of operation.

Signature ►

Certification

name of organization

b

Initial request for a determination letter for:

- An exempt organization that has had annual gross receipts averaging more than \$10,000 during the preceding 4 years, or

c A new organization that anticipates gross receipts averaging more than \$10,000 during its first 4 years ► \$500

Group exemption letters ► \$500

Title ►

Instructions

The law requires payment of a user fee with each application for a determination letter. The user fees are listed on line 3 above. For more information, see Rev. Proc. 98-8, 1998-1, I.R.B. 225.

Check the box on line 3 for the type of application you are submitting. If you check box 3a, you must complete and sign the certification statement that appears under line 3a.

Attach to Form 8718 a check or money order payable to the Internal Revenue Service for the full amount of the user fee. If you do not include the full amount, your application will be returned. Attach Form 8718 to your determination letter application.

Send the determination letter application and Form 8718 to:

Internal Revenue Service
P.O. Box 192
Covington, KY 41012-0192

If you are using express mail or a delivery service, send the application and Form 8718 to:

Internal Revenue Service
201 West Rivercenter Blvd.
Attn: Extracting Stop 312
Covington, KY 41011

Attach Check or Money Order Here

**INTERNAL REVENUE SERVICE
COVINGTON, KY**

APR 26 '99

APR 29 '99

POSTMARK

RECEIVED

Cat. No. 84728Z
Printed on recycled paper

Form 8718 (Rev. 1-98)
U.S. Government Printing Office: 1998-432-19690336

Form 1024

(Rev. April 1996)

Department of the Treasury
Internal Revenue Service

1705312011604

OMB No. 1545-0057

If exempt status is approved,
this application will be open
for public inspection.Application for Recognition of Exemption
Under Section 501(a)

Read the instructions for each Part carefully.

A User Fee must be attached to this application.

If the required information and appropriate documents are not submitted along with Form 8718 (with payment of the appropriate user fee), the application may be returned to the organization.

Complete the Procedural Checklist on page 5 of the instructions.

Part I. Identification of Applicant (Must be completed by all applicants; also complete appropriate schedule.)
Submit only the schedule that applies to your organization. Do not submit blank schedules.

Check the appropriate box below to indicate the section under which the organization is applying:

a Section 501(c)(2)—Title holding corporations (Schedule A, page 7)

b Section 501(c)(4)—Civic leagues, social welfare organizations (including certain war veterans' organizations), or local associations of employees (Schedule B, page 8)

c Section 501(c)(5)—Labor, agricultural, or horticultural organizations (Schedule C, page 9)

d Section 501(c)(6)—Business leagues, chambers of commerce, etc. (Schedule C, page 9)

e Section 501(c)(7)—Social clubs (Schedule D, page 11)

f Section 501(c)(8)—Fraternal beneficiary societies, etc., providing life, sick, accident, or other benefits to members (Schedule E, page 13)

g Section 501(c)(9)—Voluntary employees' beneficiary associations (Parts I through IV and Schedule F, page 14)

h Section 501(c)(10)—Domestic fraternal societies, orders, etc., not providing life, sick, accident, or other benefits (Schedule E, page 13)

i Section 501(c)(12)—Benevolent life insurance associations, mutual ditch or irrigation companies, mutual or cooperative telephone companies, or like organizations (Schedule G, page 15)

j Section 501(c)(13)—Cemeteries, crematoria, and like corporations (Schedule H, page 16)

k Section 501(c)(15)—Mutual insurance companies or associations, other than life or marine (Schedule I, page 17)

l Section 501(c)(17)—Trusts providing for the payment of supplemental unemployment compensation benefits (Parts I through IV and Schedule J, page 18)

m Section 501(c)(19)—A post, organization, auxiliary unit, etc., of past or present members of the Armed Forces of the United States (Schedule K, page 19)

n Section 501(c)(25)—Title holding corporations or trusts (Schedule A, page 7)

1a Full name of organization (as shown in organizing document)

CALIFORNIA ALLIANCE FOR PRIDE AND EQUALITY
INTERNAL REVENUE SERVICE

1b c/o Name (if applicable)

1c Address (number and street) AFR 26 38
P.O. BOX 11721d City or town, state, and ZIP code SACRAMENTO, CA POSTMARK RECEIVED
9 5 8 1 2 - 1 1 7 2

4 Month the annual accounting period ends DECEMBER

5 Date Incorporated or formed SEPTEMBER 18, 1998

7 Did the organization previously apply for recognition of exemption under this Code section or under any other section of the Code? Yes No
If "Yes," attach an explanation.8 Has the organization filed Federal income tax returns or exempt organization information returns? Yes No
If "Yes," state the form numbers, years filed, and Internal Revenue office where filed.

9 Check the box for the type of organization. ATTACH A CONFORMED COPY OF THE CORRESPONDING ORGANIZING DOCUMENTS TO THE APPLICATION BEFORE MAILING.

a Corporation— Attach a copy of the Articles of Incorporation (including amendments and restatements) showing approval by the appropriate state official; also attach a copy of the bylaws.

b Trust— Attach a copy of the Trust Indenture or Agreement, including all appropriate signatures and dates.

c Association— Attach a copy of the Articles of Association, Constitution, or other creating document, with a declaration (see instructions) or other evidence that the organization was formed by adoption of the document by more than one person. Also include a copy of the bylaws.

If this is a corporation or an unincorporated association that has not yet adopted bylaws, check here

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization, and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

PLEASE
SIGN
HERE

CO-CHAIR, BOARD OF DIRECTORS 4/26/97

(Signature)

(Title or authority of signer)

(Date)

Part II. Activities and Operational Information (Must be completed by all applicants)

1. Provide a detailed narrative description of all the activities of the organization—past, present, and planned. Do not merely refer to or repeat the language in the organizational document. List each activity separately in the order of importance based on the relative time and other resources devoted to the activity. Indicate the percentage of time for each activity. Each description should include, as a minimum, the following: (a) a detailed description of the activity including its purpose and how each activity furthers your exempt purpose; (b) when the activity was or will be initiated; and (c) where and by whom the activity will be conducted.

SEE ATTACHMENT, PART II, ITEM 1

2. List the organization's present and future sources of financial support, beginning with the largest source first.

SEE ATTACHMENT, PART III, ITEM 2

CALIFORNIA ALLIANCE FOR PRIDE AND EQUALITY

ATTACHMENT TO FORM 1024

Part II, Item 1:

The purpose of the corporation is to ensure the dignity, safety, equality and civil rights of all lesbian, gay, bisexual, transgendered and queer (L/G/B/T/Q) Californians:

- A. By assuring that all segments of our vastly diverse community have a voice in lobbying the state government for appropriate legislation and public policies.
- B. By educating the public about the rights and concerns of L/G/B/T/Q people.
- C. By working with other communities to promote an atmosphere of equality, understanding and better life for those who live in California.

CAPE will achieve its goals by advocating in the California state government in Sacramento on behalf of legislation that will advance the civil and human rights of, and eliminate prejudice and discrimination against, the L/G/B/T/Q community. CAPE will also achieve its goals by advocating in the California state government in Sacramento against legislation that will further erode the human and civil rights of the L/G/B/T/Q community.

In the immediate future, CAPE will devote its resources to:

- A. Sponsoring Equality Begins At Home (E.B.A.H.) in Sacramento March 21, 1999 and Queer Youth Lobby Day March 22, 1999;
- B. Working in collaboration with other grass-roots organizations against the Knight Initiative - an anti-gay marriage initiative March 2000;
- C. Advocating in Sacramento for legislation that will positively impact the L/G/B/T/Q community, including, but not limited to:
- D. AB 222 - Dignity for All Students Act (Kuehl-Santa Monica);
- E. AB 26 - Domestic Partnership Registry (Migden-SF);
- F. AB 10 - HIV Case Reporting (Migden-SF);
- G. AB 107 - Health Care Benefits for Domestic Partners of Public Employees (Migden-SF); and
- H. SB 75 - Domestic Partners Registry (Murray-LA).

CALIFORNIA ALLIANCE FOR PRIDE AND EQUALITY
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The long-term goals of CAPE include, but are not limited to:

- A. Conducting polls regarding L/G/B/T/Q issues to help in message development on key issues;
- B. Conducting educational forums and tours that will raise visibility of the L/G/B/T/Q community in the state;
- C. Developing media strategies to educate the public-at-large about our community and its needs;
- D. Working in coalition with other identity groups to help promote an atmosphere of equality and civil rights for all Californians; and
- E. Developing a Political Action Committee that will work in conjunction with PAC's already in existence to ensure that our community has a comprehensive PAC structure throughout the state.

The above activities will be conducted by lobbying in both Sacramento and regionally by CAPE members. Each of the activities furthers the exempt purpose of CAPE by either advancing the civil and human rights of, and elimination of prejudice and discrimination against, the L/G/B/T/Q community; or by fighting against legislation that will further erode the human and civil rights of the L/G/B/T/Q community.

Part II. Item 2:

Present and future sources of financial support include, but are not limited, to:

- 1. Fundraising by Executive Director, including membership dues.
- 2. Fundraising by At-Large Members, including membership dues.
- 3. Fundraising by Regional Members, including membership dues.
- 4. Fundraising by Community Advisory Board, including membership dues.

Part II. Activities and Operational information (continued)

3 Give the following information about the organization's governing body:

a Names, addresses, and titles of officers, directors, trustees, etc.	b Annual compensation
SEE ATTACHMENT, PART II, ITEM 3(A), (B)	

4 If the organization is the outgrowth or continuation of any form of predecessor, state the name of each predecessor, the period during which it was in existence, and the reasons for its termination. Submit copies of all papers by which any transfer of assets was effected.

NOT APPLICABLE

5 If the applicant organization is now, or plans to be, connected in any way with any other organization, describe the other organization and explain the relationship (e.g., financial support on a continuing basis; shared facilities or employees; same officers, directors, or trustees).

SEE ATTACHMENT, PART II, ITEM 5

6 If the organization has capital stock issued and outstanding, state: (1) class or classes of the stock; (2) number and par value of the shares; (3) consideration for which they were issued; and (4) if any dividends have been paid or whether your organization's creating instrument authorizes dividend payments on any class of capital stock.

NOT APPLICABLE

7 State the qualifications necessary for membership in the organization; the classes of membership (with the number of members in each class); and the voting rights and privileges received. If any group or class of persons is required to join, describe the requirement and explain the relationship between those members and members who join voluntarily. Submit copies of any membership solicitation material. Attach sample copies of all types of membership certificates issued.

SEE ATTACHMENT, PART II, ITEM 7

8 Explain how your organization's assets will be distributed on dissolution.

SEE ATTACHMENT, PART II, ITEM 8

CALIFORNIA ALLIANCE FOR PRIDE AND EQUALITY
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Part II, Item 3(a), (b):

<u>Name, Title, Address</u>	<u>Annual Compensation</u>
Officers	
Rob Hennig - Co-Chair 963 North Larrabee St. #103 West Hollywood, CA 90069	None
Esther Lee - Co -Chair and San Francisco Regional Rep 154 Day St. San Francisco, CA 94131	None
Eric Bauman - Vice Chair 12777 Victory Blvd. North Hollywood, CA 91606	None
Martin Martinez - Vice Chair 309 B Waller St. San Francisco, CA 94117	None
Vicky Kolakowski - Secretary 285 Hanover Ave. #1 Oakland, CA 94606	None
Russell Brown -Treasurer/Membership 5900 Manola Way Los Angeles, CA 90068	None
Interim Coordinator	
Randy Allgaier 354 Douglas St. San Francisco, CA 94114	None
Executive Director	
Position to be filled	\$50,000

CALIFORNIA ALLIANCE FOR PRIDE AND EQUALITY
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Administrative

Sam Catalano \$4,680
1861 Pebblewood Drive
Sacramento, CA 95833

Contract Lobbyist

Eric Astacaan \$34,800
P. O. Box 2464
Sacramento, CA 95812

At-Large

Stephen Zollman None
720-A 14th St.
San Francisco, CA 94114

Victoria Wood None
Box 1207
Lake Arrowhead, CA 92352

Lora Hutson None
48 Rafael Way
San Luis Obispo, CA 93405

Robert Haaland None
39 Downey St.
San Francisco, CA 94117

Carol Anderson None
11835 W. Olympic, Suite 1155
Los Angeles, CA 90064

Vanessa Romain None
792 Gladys Ave.
Long Beach, CA 90804

Howard Wallace None
763 14th St.
San Francisco, CA 94114

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Bob Graney
8787 Shoreham Drive #504
West Hollywood, CA 90069

None

Criss Romero
2277 Fulton #101
San Francisco, CA 94117-1023

None

John A. Perez
Executive Director, UFCW States Council
6280 Manchester Blvd., Suite 305
Buena Park, CA 90622

None

Holli Thier
Baca-Thier & Assoc.
2350 Taylor St.
San Francisco, CA 94133

None

Brenda Schmacher
3697 Crestwood Place
San Diego, CA 92103

None

Brian Polejes
3435 Grim Ave. #2
San Diego, CA 92104-4247

None

Bruce Abrams
1901 1st Ave, Ste 204
San Diego, CA 92101

None

Community Advisory Board

Lisa Chun
154 Day St.
San Francisco, CA 94131

None

Jess Durfee
2230 Adams Ave.
San Diego, CA 92116-1216

None

Michael Hays
1010 University Ave. Ste. 33
San Diego, CA 92103

None

Regional Representatives

Martin Martinez – East Bay (see above)

Carolyn Race – Los Angeles None
LAGLC
1625 N. Schrader Blvd.
Los Angeles, CA 90028

Nicole Ramirez-Murray – San Diego None
P O Box 33915
San Diego, CA 92163

Rick Foglia – Redwood Empire None
212 Woodward Ave.
Sausalito, CA 94965

Whitney Weddell – Central Valley None
2516 Agate St.
Bakersfield, CA 93304-5302

Greg Brooks – Sacramento None
7317 Flowerwood Way
Sacramento, CA 95831

Julie Snyder – Sacramento None
2510 P St. #D
Sacramento, CA 95816

Steve McGrew – Inland Empire None
279 E. 34th St.
San Bernardino, CA 92404-2282

Alternate: Heidi von Tilsit – Inland Empire None
1543 San Rafael Drive
Corona, CA 91720

Jeff LeTourneau – Orange County None
2180 W. Forrest Lane
Anaheim, CA 92804

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Seth Watkins – San Francisco
651 Natoma St.
San Francisco, CA 94103

Steve Collier — San Francisco
803 Wisconsin St.
San Francisco, CA 94107

Esther Lee -- San Francisco (See above)

Part II, Item 4:

Not applicable.

Part II, Item 5:

CAPE will have an affiliated 501(c)(3) organization, known as California Foundation for Pride and Equality, dba CAPE Foundation. While CAPE is a membership organization focusing on lobbying the California state legislature on L/G/B/T/Q issues, CAPE Foundation will be an apolitical, non-membership organization devoted to educating and organizing the L/G/B/T/Q and broader communities throughout California about L/G/B/T/Q civil rights issues.

CAPE and CAPE Foundation may share some officers, but will strictly be financially independent.

Part II, Item 6:

Not applicable.

Part II, Item 7:

CAPE has two classes of members: voting and non-voting. Members may be individual persons, corporations, foundations, organizations, or other collective groups. Members pay varying dues on a sliding scale.

Individual members pay annual dues as follows:

Seniors - \$10	Students \$10
Individuals - \$25	Households - \$40
Bronze - \$100	Silver - \$250
Gold - \$500	

Organizational members pay annual dues as follows:

Regular - \$200	Bronze - \$600
Silver - \$1,200	Gold - \$2,000
Platinum - \$5,000	

The voting members are the persons who from time to time are members of the CAPE Board of Directors.

The non-voting members are those persons subscribing to the purposes of CAPE, complying with the provisions of the CAPE Bylaws, and who are current in the payment of dues. Election of a person as a voting member terminates that person's membership as a non-voting member.

Each voting member is entitled to one vote. Non-voting members are not entitled to vote, and no notice of any meeting of the membership need be given any non-voting member.

Membership in CAPE is not transferable or assignable. A person ceases to be a member of CAPE upon the expiration of his or her membership terms, as specified in the Membership List, or upon the submission of a written resignation of the member to CAPE, or upon the death of the member.

CALIFORNIA ALLIANCE FOR PRIDE AND EQUALITY
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Part II, Item 8:

Upon the dissolution or winding up of CAPE, any and all funds and assets remaining after payment, or provision for payment, of all debts and liabilities of CAPE shall be paid or distributed exclusively to a non-profit fund, foundation or corporation which has established its tax-exempt status under Section 501(c) of the Internal Revenue Code or corresponding provisions of any subsequent federal law, as the Board of Directors may then determine. In no event shall any funds, property or assets of CAPE as shall exist upon the dissolution and winding up of CAPE be paid directly or indirectly to any Director, member, or officer of CAPE or to any person related to such officer, member or Director but shall be disbursed only in accordance with the limitations contained in the CAPE Bylaws.

Part II, Items 9-15:

Not applicable.

Part II, Item 16:

CAPE publishes a website, at <http://www.calcape.org>. *See also* Exhibit C, attached.

Part II. Activities and Operational Information (continued)

8. Has the organization made or does it plan to make any distribution of its property or surplus funds to shareholders or members? Yes No
If "Yes," state the full details, including: (1) amounts or value; (2) source of funds or property distributed or to be distributed; and (3) basis of, and authority for, distribution or planned distribution.

10. Does, or will, any part of your organization's receipts represent payments for services performed or to be performed? Yes No
If "Yes," state in detail the amount received and the character of the services performed or to be performed.

11. Has the organization made, or does it plan to make, any payments to members or shareholders for services performed or to be performed? Yes No
If "Yes," state in detail the amount paid, the character of the services, and to whom the payments have been, or will be, made.

12. Does the organization have any arrangement to provide insurance for members, their dependents, or others (including provisions for the payment of sick or death benefits, pensions, or annuities)? Yes No
If "Yes," describe and explain the arrangement's eligibility rules and attach a sample copy of each plan document and each type of policy issued.

13. Is the organization under the supervisory jurisdiction of any public regulatory body, such as a social welfare agency, etc.? Yes No
If "Yes," submit copies of all administrative opinions or court decisions regarding this supervision, as well as copies of applications or requests for the opinions or decisions.

14. Does the organization now lease or does it plan to lease any property? Yes No
If "Yes," explain in detail. Include the amount of rent, a description of the property, and any relationship between the applicant organization and the other party. Also, attach a copy of any rental or lease agreement. (If the organization is a party, as a lessor, to multiple leases of rental real property under similar lease agreements, please attach a single, representative copy of the leases.)

15. Has the organization spent or does it plan to spend any money attempting to influence the selection, nomination, election, or appointment of any person to any Federal, state, or local public office or to an office in a political organization? Yes No
If "Yes," explain in detail and list the amounts spent or to be spent in each case.

16. Does the organization publish pamphlets, brochures, newsletters, journals, or similar printed material? Yes No
If "Yes," attach a recent copy of each. SEE ATTACHMENT, PART II, ITEM 16

Part III. Financial Data (Must be completed by all applicants)

Complete the financial statements for the current year and for each of the 3 years immediately before it. If in existence less than 4 years, complete the statements for each year in existence. If in existence less than 1 year, also provide proposed budgets for the 2 years following the current year.

A. Statement of Revenue and Expenses

	(a) Current Tax Year From Jan 1, 99 To Dec 31, 99	(b) 2000	(c) 2001	(d) 19. N/A	(e) Total
Revenue					
1 Gross dues and assessments of members	10,000	12,000	13,000		35,000
2 Gross contributions, gifts, etc.	104,927	107,000	108,000		319,927
3 Gross amounts derived from activities related to the organization's exempt purpose (attach schedule) (Include related cost of sales on line 9.)	0	0	0		0
4 Gross amounts from unrelated business activities (attach schedule)	0	0	0		0
5 Gain from sale of assets, excluding inventory items (attach schedule)	0	0	0		0
6 Investment income (see page 3 of the instructions)	0	0	0		0
7 Other revenue (attach schedule)	0	0	0		0
8 Total revenue (add lines 1 through 7)	114,927	119,000	121,000		354,927
Expenses					
9 Expenses attributable to activities related to the organization's exempt purposes	44,937	46,000	48,000		138,937
10 Expenses attributable to unrelated business activities	-8	0	0		
11 Contributions, gifts, grants, and similar amounts paid (attach schedule)	0	0	0		
12 Disbursements to or for the benefit of members (attach schedule)	0	0	0		
13 Compensation of officers, directors, and trustees (attach schedule)	30,000	30,000	30,000		90,000
14 Other salaries and wages	39,480	42,000	42,000		123,480
15 Interest	0	0	0		
16 Occupancy	0	0	0		
17 Depreciation and depletion	0	0	0		
18 Other expenses (attach schedule)	0	0	0		
19 Total expenses (add lines 9 through 18)	114,417	118,000	120,000		352,417
20 Excess of revenue over expenses (line 8 minus line 19)	510	1,000	1,000		2,510

B. Balance Sheet (at the end of the period shown)

	Assets	Liabilities	Current Tax Year as of Dec 31, 99 (Projected)
1 Cash			1 114,927
2 Accounts receivable, net			2 0
3 Inventories			3 0
4 Bonds and notes receivable (attach schedule)			4 0
5 Corporate stocks (attach schedule)			5 0
6 Mortgage loans (attach schedule)			6 0
7 Other investments (attach schedule)			7 0
8 Depreciable and depletable assets (attach schedule)			8 0
9 Land			9 0
10 Other assets (attach schedule)			10 0
11 Total assets			11 114,927
12 Accounts payable			12 114,417
13 Contributions, gifts, grants, etc., payable			13 0
14 Mortgages and notes payable (attach schedule)			14 0
15 Other liabilities (attach schedule)			15 0
16 Total liabilities			16 0
17 Total fund balances or net assets			17 114,417
18 Total liabilities and fund balances or net assets (add line 16 and line 17)			18 510

If there has been any substantial change in any aspect of the organization's financial activities since the end of the period shown above, check the box and attach a detailed explanation.

Schedule B Organizations Described in Section 501(c)(4) (Civic leagues, social welfare organizations (including posts, councils, etc., of veterans' organizations not qualifying or applying for exemption under section 501(c)(19)) or local associations of employees.)

1. Has the Internal Revenue Service previously issued a ruling or determination letter recognizing the applicant organization (or any predecessor organization listed in question 4, Part II of the application) to be exempt under section 501(c)(3) and later revoked that recognition of exemption on the basis that the applicant organization (or its predecessor) was carrying on propaganda or otherwise attempting to influence legislation or on the basis that it engaged in political activity? Yes No

If "Yes," indicate the earliest tax year for which recognition of exemption under section 501(c)(3) was revoked and the IRS district office that issued the revocation.

2. Does the organization perform or plan to perform (for members, shareholders, or others) services, such as maintaining the common areas of a condominium; buying food or other items on a cooperative basis; or providing recreational facilities or transportation services, job placement, or other similar undertakings? Yes No

If "Yes," explain the activities in detail, including income realized and expenses incurred. Also, explain in detail the nature of the benefits to the general public from these activities. (If the answer to this question is explained in Part II of the application (pages 2, 3, and 4), enter the page and item number here.)

3. If the organization is claiming exemption as a homeowners' association, is access to any property or facilities it owns or maintains restricted in any way? Yes No

If "Yes," explain.

4. If the organization is claiming exemption as a local association of employees, state the name and address of each employer whose employees are eligible for membership in the association. If employees of more than one plant or office of the same employer are eligible for membership, give the address of each plant or office.

NOT APPLICABLE.

CALIFORNIA ALLIANCE FOR PRIDE AND EQUALITY

EXHIBIT A:

ARTICLES OF INCORPORATION

ARTICLES OF INCORPORATION

2093660
ENDORSED - FILED
In the offices of the Secretary of State
of the State of California

SEP 18 1998

1. The name of this corporation is California Alliance for Pride and Equality BILL JONES, Secretary of State
2. (A) This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public purposes.
(B) The specific purpose of the organization is to ensure the dignity, safety, equality, and civil rights of all lesbian, gay, bisexual, transgendered, and queer Californians by assuring that all segments of our vastly diverse community have a voice in lobbying the state government for appropriate legislation and public policies; by educating the public about the rights and concerns of lesbian, gay, bisexual, transgendered, and queer people; and by working with other communities to promote an atmosphere of equality and a better way of life for those who live in California.
(C) Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purpose of this corporation.
3. The name and address in the State of California of this corporation's initial agent for service of process is: Carol Anderson c/o Anderson & Bennett, 11835 Olympic Boulevard, Suite 1155, Los Angeles, CA 90064-5014.
4. The property of this corporation is irrevocably dedicated to civil league purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment or provision of payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for civil league purposes and which has established its tax exempt status under Section 501(c)(4) of the Internal Revenue Code.

Dated: September 18, 1998


(Signature of Incorporator)

Robert A. Hennig
(Typed Name of Incorporator)

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.


(Signature of Incorporator)



CALIFORNIA ALLIANCE FOR PRIDE AND EQUALITY

EXHIBIT B:

BYLAWS

CALIFORNIA ALLIANCE FOR PRIDE AND EQUALITY

THE GOLDEN STATE'S LESBIAN/GAY/BISEXUAL/TRANSGENDER ORGANIZATION

The following are by-laws as adopted December 5, 1998 and most recently amended February 6, 1999.

ARTICLE I. NAME AND PURPOSE.

Section 1.01 Name.

The name of the Corporation is California Alliance for Pride and Equality.

Section 1.02 Purpose.

The purpose of the corporation is to ensure the dignity, safety, equality and civil rights of all lesbian, gay, bisexual, transgendered and queer Californians:

- A. By assuring that all segments of our vastly diverse community have a voice in lobbying the state government for appropriate legislation and public policies.
- B. By educating the public about the rights and concerns of l/g/b/t/q people.
- C. By working with other communities to promote an atmosphere of equality and better life for those who live in California.

Section 1.03 Legal Status.

The Corporation has been formed under the California Non-Profit Public Benefit Corporation Law and it shall be non-profit.

Section 1.04 Dedication of Assets.

The Corporation is not organized, nor shall it be operated, for pecuniary gain or profit and it does not contemplate the distribution of gains, profits or dividends. The Corporation is organized solely for non-profit purposes. No part of the net earnings, net income or assets of the Corporation shall ever inure to the benefit of any officer, member or Director thereof or to the benefit of any private individual. Upon the dissolution or winding up of the Corporation, any and all funds and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be paid or distributed exclusively to a non-profit fund, foundation or corporation which has established its tax-exempt status under Section 501(c) of the

Internal Revenue Code or corresponding provisions of any subsequent federal law, as the Board of Directors may then determine. In no event shall any funds, property or assets of the Corporation as shall exist upon the dissolution and winding up of the Corporation be paid directly or indirectly to any Director, member, or officer of the Corporation or to any person related to such officer, member or Director but shall be disbursed only in accordance with the limitations contained herein.

ARTICLE II: MEMBERSHIP.

Section 2.01 Membership.

The Corporation shall have two classes of Members. The first class of Members shall be known as voting Members. The second class of Members shall be known as non-voting Members.

Section 2.02 Dues.

Each Member shall pay dues at an amount as determined from time to time by the Board of Directors of the Corporation. The Board of Directors may establish separate dues for individual persons and families and corporations, foundations, organizations, or other collective groups.

Section 2.03 Qualifications of Voting Members.

The voting Members of this Corporation shall be the persons who from time to time are members of the Board of Directors of this Corporation.

Section 2.04 Qualifications of Non-Voting Members.

The non-voting Members of this Corporation shall be those persons subscribing to the purposes of the Corporation and complying with the provisions of these By-laws and who shall be current in the payment of dues unless a person is, or becomes a voting Member of this Corporation. Election of a person as a voting Member of this Corporation shall terminate that person's membership as a non-voting Member of this Corporation.

Section 2.05 Voting Rights.

Each voting Member of this Corporation shall be entitled to one vote. Non-voting members of this Corporation shall not be entitled to vote and no notice of any meeting of the Membership of this Corporation need be given any non-voting Member.

Section 2.06 Membership List.

The Executive Director or any officer of the Corporation appointed by the Board of Directors shall maintain the List of the Members of the Corporation, which shall include the name and last

known mailing address of the Member, the date on which the Member first qualified for membership, and if a voting member, the date on which his or her voting membership shall expire. The Membership List of the Corporation shall be confidential and shall not be delivered or disclosed to any Member or any other person, except to confirm Membership for purposes of voting. Nothing herein shall restrict the use of the Membership List for mailing purposes by the Corporation or any other entity or person approved by the Corporation.

Section 2.07 Transfer of Membership; Termination of Membership.

Membership in this Corporation is not transferable or assignable. A person shall cease to be a Member of the Corporation upon the expiration of his or her membership terms, as specified in the Membership List, or upon the submission of a written resignation of the Member to the Corporation, or upon the death of the Member.

Section 2.08 Liabilities and Property Rights of Members.

No Member of the Corporation, whether voting or not-voting, shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors shall look only to the assets of the Corporation for payment.

ARTICLE III: BOARD OF DIRECTORS.

Section 3.01 Powers.

Subject to the provisions of the Articles, of these By-laws, of the California Non-Profit Corporation Law, and appropriate local, state, and federal law, the business and affairs of the Corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors (hereinafter the "Board"). The Board may delegate the management of the day-to-day operation of the business of the Corporation to an Executive Director or other person or committee however composed, provided that the business and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these By-Laws:

- A. To select and remove all the other officers, agents and employees of the Corporation, prescribe the powers and duties for them as may not be inconsistent with law, or with the Articles or these By-Laws, fix their compensation, and require from them security for faithful service.
- B. To conduct, manage, and control the affairs and business of the Corporation and to make such rules and regulations therefor not inconsistent with law, or with the Articles or these By-Laws, as the Board may deem best.
- C. To adopt, make or use a corporate seal, and to alter the form of such seal from

- D. time to time as in the Board's judgment, they may deem best.
- D. To borrow money and incur indebtedness for the purposes of the Corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidence of debt and securities therefore.
- E. To change the principle executive office or principal location in the State of California from one location to another; to cause the Corporation to be qualified to do business in any other state, territory, dependency, or country and to conduct business within or outside the State of California; and to designate any place within or outside the State of California for the holding of meetings of the Board.

Section 3.02 Number of Directors.

The authorized number of Directors shall not exceed thirty-three (33) Members until changed by amendment of the Articles or these By-Laws.

Amended February 6, 1999.

Section 3.03 At-Large Directors.

No more than seventeen (17) Members of the Board of Directors shall be selected by the Board of Directors as at-large Directors. For purposes of these By-laws, "at-large" Directors shall refer to those Directors that were not appointed or elected to the Board by any other group, entity, or sub-part of the Corporation other than the Board of Directors. At-large Directors shall be elected to two-year terms and shall not serve more than three consecutive terms.

Amended February 6, 1999.

Section 3.04 Regional Representative Directors.

The State of California will be divided into no more than twelve (12) regions. Each region shall be entitled to elect one (1) Member to the Board of Directors in a manner of the region's choosing. The County of San Francisco and the County of Los Angeles shall each consist of one (1) region. Every other region shall be determined by the local Membership of the Corporation subject to the approval of the Board of Directors. Regional Representative Directors shall be elected to two-year terms and shall be effective upon approval by the Board.

Amended February 6, 1999.

Section 3.05 Community Advisory Board Representatives.

The Community Advisory Board of the Corporation shall be entitled to elect up to four (4) Directors in a manner of the Community Advisory Board's Choosing. Community Advisory

representative Directors shall be elected to two-year terms and shall be effective upon by the Board.

3.06 Resignation/Filling of Vacancy.

- A. Any Director may resign effective upon giving written notice to the Secretary of the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.
- B. Vacancies in the Board, including those existing as a result of the removal of a Director, may be filled by the vote of a majority of the remaining Directors at a regular meeting or a special meeting, though less than a quorum, and each Director so elected shall hold office until the expiration of the term or until the election and qualification of an appropriate successor who shall then hold office until the expiration of the term.
- C. A vacancy or vacancies in the Board shall be deemed to exist in the case of the death, resignation or removal of any Director, or if the authorized number of Directors be decreased or if the Board fails, at any annual or special meeting of the Board at which any Director or Directors are elected to elect the fully authorized number of Directors to be voted for at that meeting.
- D. The Board may declare vacant the office of a Director who has been declared of unsound mind by an order of the court or convicted of a felony, or who has been found by the final order or judgment of any court to have breached a duty under the California Non-Profit Public Benefit Corporation Law or who has failed to attend three (3) consecutive meetings of the Board.
- E. No reduction in the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term in office.

Section 3.07 Meetings.

The Board of Directors shall hold meetings as required herein:

- A. The Board shall hold an annual meeting for the purpose of election of at-large Directors; the election of officers; and the transaction of other business. Annual meetings of the Board shall be held without call or notice during the month of January on a date and at a time designated by the Board. Notice of the annual meeting shall be given at least two (2) weeks prior to the date of the annual meeting.
- B. At least one (1) regular meeting of the Board shall be held every six (6) months at the time and place as may be fixed by resolution of the Board.
- C. Special meetings of the Board for any purpose or purposes may be called at any time by a Co-Chair or by any five (5) Directors. Special meetings of the Board

shall be held upon fourteen (14) days, written notice delivered personally by first-class mail, telephone, electronic mail, telegram, facsimile or similar and appropriate means of communication. Any such notice shall be addressed or delivered to each Director at such Director's address upon the Membership List of the Corporation. Notice by mail shall have been given at the time a written notice is deposited in the mails, postage prepaid. All other written or electronic notices shall have been given at the time it is personally received by the Director. Notice shall be deemed to have been given at the time it has been personally given to the recipient. The notice shall state the time and meeting to be determined by a Co-Chair of the Board or other Corporation acting in the place of a Co-Chair. For purposes of a special meeting may be held by teleconference or other similar means of communication deemed acceptable to the Board that are not physically present in the same location.

Section 3.08 Quorum.

One-third of the actual number of Directors constitutes a quorum of the Board of business, except to adjourn as hereinafter provided. Every act or decision of a majority of the Directors present at a meeting, duly held at which a quorum is regarded as an act of the Board. A meeting at which a quorum is initially present to transact business notwithstanding the withdrawal of Directors if any action is taken by at least a majority of those present and voting at such meeting.

Section 3.09 Waiver of Notice.

The transactions of any meeting of the Board, however called and noticed, as valid as though taken at a meeting duly held after regular call and notice, present and if, either before or after the meeting, each of the Directors not waives of notice, a consent to holding such meeting or an approval of the waiver of notice or consent need not specify the purpose of the meeting. The consents or approvals shall be filed with the corporate records or made a part of the meeting. Such transactions shall not be effective without the approval of a quorum of Directors at either (a) the next regularly scheduled meetings or

Section 3.10 Adjournment.

A majority of the Directors present, whether or not a quorum is present, may adjourn to another time and place. Notice of a new adjournment to another time given prior to the time of the newly scheduled meeting to the Directors by the time of the adjournment.

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Section 3.11 Fees and Compensation.

Directors as such shall not receive stated salaries for their services, but nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 3.12 Action Without Meeting.

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action.

Section 3.13 Rights of Inspection.

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation. Such inspection by a Director may be made in person or by agent or attorney and includes the right to copy and obtain materials.

Section 3.14 Committees of the Board of Directors.

A. **Executive Committee.** The Board shall have the power to elect from its own members an executive committee (the "Executive Committee") to consist of not less than five (5) Directors; or such larger number as the Board shall determine from time to time. The two (2) Co-chairs of the Board of Directors, the Treasurer, Secretary, and at least one Director representing the Community Advisory Board and one Director representing the regions of California shall all be members of the Executive Committee. The Executive Committee shall have the full power of the Board of Directors, to the extent permissible by law, except the election of Directors to fill vacancies on the Board, the removal of Directors from the Board, and the amendment of the Articles or By-laws. All actions taken by the Executive Committee shall be reported at the next meeting of the Board. Meetings of the Executive Committee shall be called as needed, either by a Co-Chair or by any three (3) members of the Executive Committee. Notice of meetings of the Executive Committee shall be given to each member of the Committee to the extent that may be practicable but no less than (3) days before the time of the meeting. Such notice may be given by mail, courier, telephone, electronic mail, or other similar and appropriate means. A meeting of the Executive Committee may be conducted by teleconference or other similar and appropriate means deemed acceptable to the Board. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business.

B. **Standing Committees.** The Board shall have a minimum of four (4) standing committees: Executive; Outreach; Fund Development; and Board Development. Each standing committee may have a minimum of five (5) Members and a

maximum of thirty (30) Members. At least one-third of all Committee Members must be Directors of the Board, except for the Executive Committee which shall be composed entirely of Directors of the Board. The Board or a Co-Chair may also appoint such other committees as may be deemed appropriate from time to time. Such appointed committees or the standing committees herein shall have no power or authority except to present reports and recommendations to the Board, unless specifically authorized by the Board.

ARTICLE IV: OFFICERS.

Section 4.01. Officers.

The officers of the Corporation shall consist of two (2) Co-Chairs of the Board, two (2) Vice-Chairs to be paired with the Co-Chairs, a Secretary, a Treasurer and such other officers as may be elected in accordance with this Article. The Corporation may also have, at the discretion of the Board, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be elected or appointed in accordance with the provisions of Section 4.03 of this Article. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as a Co-Chair of the Board.

4.02. Election of Officers.

Officers of the Corporation, except such officers as may be elected or appointed in accordance with Sections 4.03 or Section 4.05, shall be chosen annually at the annual meeting by, and at the pleasure of, the Board, and shall hold their respective offices until their resignations, other disqualification from service, or until their respective successors shall be elected.

Section 4.03. Subordinate Officers.

The Board may empower the Co-Chairs to appoint, such other officers as the Board may require, each of whom shall hold office for such period, have authority and perform such duties as are provided in these By-Laws or as the Board may determine.

4.1. Resignation.

An officer may resign at any time by giving written notice to the Corporation, but without prejudice to the rights of the Corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.05 Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled by the Board for the unexpired portion of the term.

Section 4.06 Co-Chairs.

The Co-Chairs of the Board shall be the principal executive officers of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation. The Co-Chairs of the Board shall preside at all meetings of the Board and exercise such other powers and perform such other duties as may be from time to time assigned by the Board. The Co-Chairs shall be *ex officio* members of all standing and appointed committees of the Board. Either of the Co-Chairs may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board, any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these By-Laws or by statute to some other officer of the Corporation. In general, the Co-Chairs of the Board shall perform all duties incident to their office and such duties as may be prescribed by the Board from time to time. The Co-Chairs will be equal in all manner and shall fulfill their duties jointly.

Section 4.07 Vice-Chairs.

In the absence or disability of a Co-Chair, the appropriate Vice-Chair, or, in the absence or disability of both Co-Chairs, both Vice-Chairs, shall perform all the duties of the Co-Chair(s), and when so acting shall have all the powers of, and be subject to all the restrictions upon, the Co-Chairs. Either Vice-Chair shall have such other duties as from time to time may be prescribed for the Vice-Chair by the Board or by a Co-Chair.

Section 4.08 Secretary.

The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board may order, a book of minutes of all meetings and actions of the Board, and its committees, with the time and place of holding, whether annual, regular, or special, and, if so required, how authorized, the notice thereof given, the names of those present at the Board and committee meetings, and the proceedings thereof.

The Secretary shall also give, or cause to be given, notice of all the meetings of the Board and of any committees thereof required by these By-Laws or by law to be given, shall keep the Seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board or by a Co-Chair.

Section 4.09 Treasurer.

The Treasurer shall be the Chief Financial Officer of the Corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation. The books of account shall at all times be open to inspection by any Director.

If required by the Board, the Treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in the Treasurer's possession or under the Treasurer's control on his or her death, resignation, retirement or removal from office.

Section 4.10 Assistant Treasurers or Secretaries.

If required by the Board, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board shall determine. The Assistant Treasurers or Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or Secretary, respectively, or by a Co-Chair of the Board.

ARTICLE V: COMMUNITY ADVISORY BOARD.

Section 5.01 Composition.

The Corporation shall have a Community Advisory Board ("CAB"). The CAB shall consist of all those corporations, foundations, organizations, or other collective groups that are Members in good standing of the Corporation.

Section 5.02 Meeting.

The Community Advisory Board must meet at least once annually at a time and place to be determined by the Board or the CAB representatives to the Board.

Section 5.03 Reports and Recommendations.

The CAB shall provide reports and, as warranted, recommendations from time to time to the Board.

Section 5.04 Election of Representative to Board of Directors.

As stated in Section 3.05, the Community Advisory Board may elect its own choosing up to four (4) Directors to the Board subject to the approval of the Board. These Directors will serve

ARTICLE VI: REGIONAL ORGANIZATION.

Section 6.01 Regional Structure.

Each Member of the Corporation shall be entitled to co-ordinate and ban together with other Members in the same general location as the Member. Members may gather together and declare themselves an active region of Membership.

Section 6.02 San Francisco and Los Angeles Exceptions.

The County of San Francisco and the County of Los Angeles will each be considered one region.

Section 6.03 Determination of Regions.

Except as provided in Section 6.02, Members will determine their own regions and may apply to the Board for Regional Representation. Upon approval by the Board, the Member region may then elect, in a manner of the choosing of the region's Members, a representative to the Board consistent with Section 3.04.

Section 6.04 Maximum Limitation of Regions.

No more than ten (10) regions can elect representatives on the Board of Directors. In the event that more than ten (10) regions apply to the Board for representation on the Board of Directors, the Board may rotate regional representation among the differing regions or otherwise allocate regional representatives in a manner of its choosing.

ARTICLE VII: OTHER PROVISIONS.

Section 7.01 Inspection of By-Laws.

The Corporation shall keep in its principal executive office in California or in a location so designated by the Board the original or a copy of the Articles and By-Laws as amended to date which shall be open to inspection by Directors at all reasonable times during office hours.

Section 7.02 Maintenance and Inspection of Other Corporate Records

The accounting books, records and minutes of the proceedings of the Board and any committees of the Board shall be kept at such place or places designated by the Board.

Section 7.03 Endorsement of Documents; Contracts.

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, membership certificate, conveyance, or other instrument in writing and any assignment

or endorsements thereof executed or entered into between the Corporation and any other person, when signed by a Co-Chair of the Board, a Vice-Chair of the Board, Secretary, or Treasurer of the Corporation shall be valid and binding on the Corporation in the absence of actual knowledge on the part of the other person that the signing officer(s) had no authority to execute the same. Any such instruments may be validly signed by any other person or persons and in such manner as from time to time shall be determined by the Board.

Section 7.04 Deposits.

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

Section 7.05 Gifts.

The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Corporation.

Section 7.06 Representation of Shares of Other Corporation.

The Co-Chairs individually, and any other officer or officers authorized by the Board are each authorized to vote, represent, and exercise on behalf of the Corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the Corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized to do so by proxy or power of attorney duly executed by said officer.

Section 7.07 Staffing.

The Board of Directors may hire an Executive Director based upon the needs of the Corporation as determined by the Board. Any Executive Director shall serve as a non-voting *ex officio* Member of the Board of Directors and the Executive Committee. All staff member(s) may be hired and fired by the Executive Director, consistent with policies established by the Board of Directors.

Section 7.08 Construction and Definitions.

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Non-Profit Public Law shall govern the construction of these By-Laws.

Section 7.09 Annual Report.

The Corporation shall provide to the Directors within one-hundred twenty (120) days of the close of its fiscal year an annual report containing the following information:

- A. The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.
- B. The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- C. The revenue of the receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- D. The expenses and disbursements of the Corporation, both general and restricted purposes, during the fiscal year.
- E. Any information required by the California Non-Profit Public Benefit Corporation law or any other law.

Section 7.10 Indemnification.

The Corporation shall have the power to indemnify its "agents" as defined by applicable law to the extent permitted by applicable law. The Corporation shall have the power to purchase and maintain insurance on behalf of any agent of the Corporation against liability as to damages incurred by the agent in such capacity or arising out of the agent's duties as such. The Corporation shall not be liable for the amount of any judgment against such agent if the Corporation would have the power to indemnify the agent against such liability under this section.

Section 7.11 Fiscal Year.

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

Section 7.12 Seal.

The Corporation shall provide a seal which shall be circular in form and shall inscribe the name of the Corporation, the date of its incorporation and the words "State of California".

ARTICLE VIII: AMENDMENT.

These By-Laws may be amended or repealed by the approval of a majority of the Board present at any annual, regular or special meeting, if at least fourteen (14) days written notice is given of intention to amend or repeal the By-Laws at such meeting.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons named as the initial directors in the Articles of Incorporation of the California Alliance for Pride and Equality, a California nonprofit corporation, and, pursuant to the authority granted to the directors by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of fourteen (14) pages, as the Bylaws of this corporation.

Dated: 4-26-99

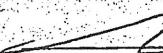

Robert A. Hennig, Director


Esther Lee, Director

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said corporation.

Dated: 4-26-99


Robert A. Hennig, Secretary